

Ecuador Gold and Copper Corp. Announces Debenture Offering of US\$1,275,000

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Toronto, October 23, 2015 - [Ecuador Gold & Copper Corp.](#) (TSXV: EGX) (the "Company") is pleased to announce that it intends to undertake an additional debenture offering (the "Debenture Offering"), which is increased beyond the amount previously contemplated in a news release dated June 3, 2015 and in addition to the debenture offering first announced in a news release dated March 10, 2015 (the "March Offering"), to raise further aggregate gross proceeds of up to US\$1,275,000 through the issuance of senior secured convertible debentures (the "Debentures"). US\$67,000 of those Debentures were issued as of April 30, 2015, as noted in the Company's news release dated May 4, 2015. The proceeds raised under the Debenture Offering will be used in Ecuador for the Company's Condor Gold Project and as working capital. The Debenture Offering is subject to approval of the TSX Venture Exchange and all securities issued under the Debenture Offering will be subject to a statutory four-month hold period from the date of issuance. The Debenture Offering will not result in the creation of a new control person and no finder's fees or commissions are being paid under the Debenture Offering.

Each Debenture bears an interest of 12% per annum with the principal amount and interest due and payable on the same November 28, 2015 maturity date (the "Maturity Date") as the Company's other convertible debentures issued earlier this year, unless the Debentures are converted into units (the "Units") of the Company at a price of C\$0.05 per Unit by the Maturity Date. Each Unit will be comprised of one common share and one-half common share purchase warrant (each whole warrant a "Warrant") of the Company. Each Warrant entitles the investor to acquire one additional common share of the Company at an exercise price of C\$0.05 per share for 24 months following the date of issuance.

The sale of Debentures is intended to be made to certain major shareholders of the Company, including Aura International Services Ltd. ("Aura"), in reliance of certain prospectus exemptions. Aura presently owns 129,063,587 common shares of the Company, representing 50.2% ownership. Accordingly, Aura is a control person of the Company under applicable securities laws and is therefore also a related party to the Company. Consequently, the sale of Debentures to Aura is a related party transaction, which is intended to be carried out under exemptions from the requirements of Multilateral Instrument 61-101 — Protection of Minority Security Holders in Special Transactions ("MI 61-101"). Under the Debenture Offering, the Company is relying upon exemptions from the formal valuation requirements and minority shareholder approval requirements of MI 61-101 under sections 5.5(b) and 5.7(b) thereof, respectively. The Company is not aware of any valuation of the Company or its mineral properties. The Company is entitled to rely upon the exemption under section 5.5(b) because it is listed only on the TSX Venture Exchange and not one of the specified markets listed therein. Likewise, the Company is entitled to rely on the exemption under section 5.7(b) because the Debenture Offering is a distribution of securities for cash of not more than \$2,500,000. Aura may acquire Debentures in the principal amount of up to US\$1,063,000 under the current additional Debenture Offering and has already acquired prior convertible debentures having an aggregate principal amount of US\$1,070,000, and if Aura were to convert such amount of all such debentures as well as the Warrants contained in the Units together with all other common share purchase warrants of the Company held by Aura, then Aura would hold approximately (assuming an exchange rate of C\$1.3088/USD) 222,133,581 common shares of the Company representing approximately 63.4% ownership.

About Ecuador Gold and Copper Corp.

[Ecuador Gold and Copper Corp.](#) is a Canadian exploration and mining company focused on the Condor Gold Project located in the Province of Zamora-Chinchipe in southern Ecuador. The Company is currently listed on the TSX Venture Exchange under the symbol "EGX". For additional information, please visit us at www.ecuadorgoldandcopper.com.

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